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THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1432.
FILED, APRIL 22nd. 1966.

STANWELL OIL & GAS LIMITED

Full corporate name of Company
Province of Ontario. Incorporated 11th June, 1945. Part XI
Companies Act. By Supplementary Letters Patent-12th May 1952
Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 1323.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Purchase of 100,000 shares of Friendly Frost Inc. Sale of Lincoln Hotels Limited - 680,000 shares. Acquisition of 100% interest in Concord Office Bldg. Miami, Florida. Note: (See Schedule "A" on page 2)
2. Head office address and any other office address.	Suite 811, 372 Bay Street, Toronto 1, Ontario. 66 West Flagler Street, Miami, Florida 33130.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President- Robert S. Bookbinder, 6845 S.W. 64th. & Director South Miami, Florida - Executive Vice- Dean S. Dignam-Suite 208, 9 Richmond St. E. President- Toronto 1, Ontario - Lawyer & Director Treasurer- John C. Meyer, 7860 S.W. 161 Street & Director Miami, Florida - Accountant, Executive Secretary- Murray Cooper, 2500 Bathurst St. Toronto Ontario - Executive Asst. Secy- Daniel E. Willits, Wardsville, Ontario. & Director Field Supervisor Oil & Gas Operations Director - Lawrence H. Skeen, 4837 University Avenue Coral Gables, Florida - Bank President Director - Geoffrey C. Teuten, 117 Bishopsgate, London E.C. 2, England - Stockbroker
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 4,000,000 shares having a par value of \$1.00 ea Issued & Fully paid for - 3,733,334 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Mortgage on Concord Office Building. A 24½ year 6% mortgage for \$1,100,000. U.S. repayable at \$7,150. U.S. per month including principal and interest commencing May 1, 1966.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	None
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	None
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	No sale of treasury shares is contemplated. Future plans include further development of the company's industrial projects and the possible participation in the drilling of four new wells in partnership with Anchor Petroleum Limited in Southwestern Ontario. One well is projected to commence before June 30th of 1966. It is presently estimated that a budget of \$35,000. is required to bring a well to production in this area, of which Stanwell's share would be 50%.
10. Brief statement of company's chief development work during past year.	Drilled in conjunction with Anchor Petroleum Limited four wells in Sombra Twp. Ontario. All are successful crude oil producers and owned 50% by Stanwell. Wells and the treatment centre cost an average of \$35,000. each. \$82,000. has been advanced to date by Stanwell as their share of this \$175,000. budget. By December 31st, 1965 drilling and construction was completed and in January of 1966 the wells produced an average of 7.5 barrels per well per day. It is anticipated that by the end of 1966 these wells will be maintaining an average of 8-10 barrels per well per day. Participated with Concord Shopping Center, Inc. in the building of the Concord Office Building in Miami, Florida. Acquired 100% ownership of the building December 31, 1965. The building is now 80% complete and rented. Projected rental income for 1966 is \$287,200.

*Pro.
To this Lee
Brooks'sm.*

JS

*or has he
gone back
to using
his own
name.*

SCHEDULE "A"

STANWELL OIL & GAS LIMITED
SCHEDULE TO FILING STATEMENT DATED MARCH 31, 1966

RE: PURCHASE OF SHARES OF FRIENDLY FROST INC.

This Company has 28 stores, with an additional two which were to be opened by the latter part of 1965, principally through the New England States, which retail electrical appliances. The Company's other operations include "The Laundercenter Corporation" and "The International Dryer Corporation", coin washer operations, as well as Radio Stations WTFM Inc. and WGLI Inc. The authorized capital is 5,000,000 shares with a par value of 10¢ per share, and there are 959,620 shares issued and outstanding.

On October 16, 1965 Stanwell, through its Royal Bank of Canada, Toronto Head Office account purchased 100,000 shares of Friendly Frost Inc. for \$2.82½ U.S. per share from Gerald O. Kaye, through his New York City attorney. It was not an open market transaction. The block of shares purchased was not, and is not, considered in itself a controlling one. The price range for the shares on the American Stock Exchange on October 15th, 1965 was low \$3-1/8. high \$3¼. per share.

At the time of purchase Mr. Kaye was Chairman of the Board and a Director of Friendly Frost Inc. He is presently a Director, but has resigned as Chairman of the Board. This transaction was strictly at arms length.

RE: SALE OF SHARES OF LINCOLN HOTELS LIMITED:

The sale of 680,009 ordinary shares, which have been acquired by Stanwell over a period of some four years, was effected through the facilities of Astaire & Company, Members of the London Stock Exchange; to the best of our knowledge and belief on behalf of one of their clients. This transaction was strictly at arms length.

Trading date for the sale was December 16th, 1965 with settlement date being January 1, 1966. The shares were sold for 4s8d per share and the closing price on the London Stock Exchange on December 31, 1965 was 4s6d-7d.

For the sale of 680,009 shares Stanwell received \$477,475.04 Canadian. Stanwell retains 8000 shares of Lincoln Hotels Limited. The total cost of the 688,009 shares to Stanwell was \$429,730.87.

RE: ACQUISITION OF 100% INTEREST IN CONCORD OFFICE BUILDING, MIAMI, FLORIDA

Prior to December 31, 1965 Stanwell had a 62.5% interest in Concord Shopping Center, Inc., Miami, Florida, which in turn was the Builder of the Concord Office Building at 66 West Flagler Street. Up to December 31, 1965 Stanwell had advanced Concord Shopping Center, Inc. various funds to facilitate construction. In order to most conveniently and profitably recapture these advances, arrangements were made for Stanwell to acquire 100% interest in the Office Building as at December 31, 1965, retaining of course its 62.5% interest in the Concord Shopping Center, Inc. Cost to Stanwell for the Concord Office Building was \$1,678,987. Canadian, of which \$1,182,500. is a first mortgage.

FINANCIAL STATEMENTS

STANWELL OIL & GAS LIMITED

(Incorporated under the laws of the Province of Ontario)

BALANCE SHEET - DECEMBER 31, 1965

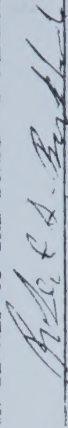
(unaudited)

ASSETS		LIABILITIES	
CURRENT ASSETS		CURRENT LIABILITIES	
Cash	\$ 6,781	Accounts payable	\$ 4,896
Short term investments	75,000	MORTGAGE ADVANCES (note 2)	1,182,500
Receivable for securities sold (received January 4, 1966)	493,332	SHAREHOLDERS' EQUITY	
Accounts receivable	96,903	Capital stock	
Due from directors	<u>7,518</u>	Authorized - 4,000,000 shares of \$1 each	
INTEREST IN SUBSIDIARY COMPANY (note 1)		Issued - 3,733,334 shares	\$3,733,334
Concord Shopping Center, Inc.	473,523	Deduct discount less premium on shares	<u>160,000</u>
Shares at cost less amounts written off	<u>351,730</u>		3,573,334
Advances	825,253	Deduct deficit	<u>1,187,895</u>
SHARES IN OTHER COMPANIES at cost			2,385,439
(quoted market value \$330,000)			
CAPITAL ASSETS			
Petroleum and natural gas acreage			
and royalty interests, at cost	57,465		
Producing			
Land and office building, Florida at cost	1,678,987		
(note 2)			
Furniture and fixtures at cost	<u>1,691</u>		
Less accumulated depreciation	<u>1,812</u>		
OTHER ASSETS AND DEFERRED EXPENDITURES			
Sundry advances and participations	575		
Incorporation and recapitalization	<u>12,381</u>		
expense	<u>12,956</u>		
	\$3,572,835		
	<u>\$3,572,835</u>		

Notes:

- The company's proportion of the loss of the subsidiary company for its fiscal year ended September 30, 1965, and not taken into the company's accounts, amounted to \$95,305.39 and the company's proportion of the accumulated losses of the subsidiary company since acquisition of the shares, and not taken into the company's accounts, amounted to \$160,350.92.
- It is anticipated that the mortgage on the land and office building will be for a period of approximately 25 years at 6% per annum payable in monthly instalments of U.S. \$7,150 principal and interest.

ON BEHALF OF THE BOARD OF DIRECTORS




STANWELL OIL & GAS LIMITED

STATEMENT OF INCOME

For the year ended December 31, 1965
(unaudited)

Revenue		
Oil sales	\$ 3,564	
Interest and dividends	<u>8,294</u>	\$ 11,858
Administrative and general expenses		
Accounting and secretarial services	5,800	
Directors' fees	1,050	
Executive salaries	18,558	
Legal and audit fees	14,990	
Share issue and transfer expense	5,476	
Travel expense	13,839	
Telephone and telegraph	7,493	
Depreciation	282	
Other expenses	2,011	
Investigations of other enterprises	<u>45,606</u>	<u>115,105</u>
Loss for the year		<u>\$ 103,247</u>

STATEMENT OF DEFICIT

For the year ended December 31, 1965
(unaudited)

Balance January 1, 1965		\$ 539,778
Add:		
Loss for the year	\$103,247	
Loss on sale of oil and natural gas properties	595,853	
Accounts receivable written off	<u>1,758</u>	<u>700,858</u>
		1,240,636
Deduct profit on securities sold		<u>52,741</u>
Balance December 31, 1965		<u>\$1,187,895</u>

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the year ended December 31, 1965
(unaudited)

Source of Funds

Sale of interest in Lincoln Hotels Limited	\$ 493,333.
Sale of petroleum and natural gas interests	625,000.
Income from oil and gas production	17,049.
Interest and dividends	<u>13,519.</u> \$ 1,148,901.

Application of Funds

Purchase of land and office building, \$1,678,987.	
Less Mortgage payable	<u>1,182,500.</u> 496,487.
Advances to Concord Shopping Center, Inc.	34,479.
Purchase of shares in Lincoln Hotels Limited	5,428.
Purchase of shares in Friendly Frost Inc.	311,411.
Exploration and administrative expenditures	25,432.
Well drilling costs	57,000.
Sundry advances	150.
Loss for the year less depreciation charge not requiring cash outlay	102,965.
Account receivable written off	<u>34.</u> <u>1,033,386.</u>

Increase in Working Capital \$ 115,515.

Working capital January 1, 1965	\$559,123.
Increase	<u>115,515.</u>
Working capital December 31, 1965	<u>\$674,638.</u>



Stanwell

Oil & Gas Limited

(NO PERSONAL LIABILITY)
SUITE 811, 372 BAY STREET, E.M. 6-2231,
TORONTO, ONTARIO

April 6, 1966

You will note that the accompanying Financial Statements are unaudited. As December 31st is the company's fiscal year end the figures shown are before year end accruals or adjustments.

Since December 31, 1965 there has been no revenue received other than that from the normal course of business and also the amounts reflected in the December 31, 1965 statements as receivable. Other than the usual business and administration expenses the funds paid out are represented by the following:

1. Advance to Concord Operating Co. to use regarding Concord Office Building expenses.....\$15,000.00 U.S.
2. Paid vouchers arising from improvements and expenses re the Concord Building..... 93,258.57 U.S.
3. Bond on deposit with the company's attorney, Mr. Charles Mintz re Friendly Frost Inc. negotiations..... 20,000.00 U.S.
4. Anchor Petroleum Limited - re: Sombra Drilling..... 25,000.00

Complete ownership of the Concord Office Building in Miami, Fla. was officially turned over to Stanwell Oil & Gas Limited as at December 31, 1965, however, the mechanics of transfer and its reflection in Stanwell's books of account are still being resolved. Upon completion of the transaction, there will be additional funds due to Stanwell.

STANWELL OIL & GAS LIMITED

Robert S. Bookbinder
Robert S. Bookbinder
President

APPRAISAL REPORT

Note: The following are excerpts from an Appraisal Report by T.W. Slack, M.A.I., A.S.A., dated March 3rd, 1965, on the Concord Office Building, located in Miami, Florida, U.S.A. A complete copy of this report is on file with the Toronto Stock Exchange.

CONDITIONS OF APPRAISAL

Unless otherwise stated, this appraisal is subject to the following conditions:

Information as to the description of the premises, as to the physical features of the property appraised have been submitted by the purchaser of this appraisal and by us assumed to be correct; and from personal inspection and investigation is believed to be correct by us. Information is on file in our office, 1620 West Flagler Street, Miami, Florida, and is available to person or persons to whom this certificate is issued.

It is assumed that title to said premises is good, and that there are no restrictions as to its use; and that the description of the premises correctly designates the boundary lines. A survey of said property has been inspected by the appraisers.

The appraisal is of the date specified and covers the premises described only.

Neither all nor any part of the contents of this report shall be conveyed to the public through advertising, public relations, news, sales or other media, without the written consent and approval of the author, particularly as to valuation conclusions, the identity of the appraiser or firm with which he is connected, or any reference to the American Institute of Real Estate Appraisers, or to the M.A.I. designation.

The values for land and improvements as contained in this report are constituent parts of the total value reported, and neither is to be used in making a summation appraisal by combination of values created by another appraiser.

Either is invalidated if so used. The current purchasing power of the dollar is the basis for the value reported.

The appraiser herein, by reason of this appraisal, shall not be required to give testimony or attendance in court or at any governmental hearing with reference to the property in question, except as agreed upon.

This appraisal is presented as a complete, bound report, and may be considered valid only so long as it is presented in its entirety and all pages listed in the Table of contents are present.

DESCRIPTION OF THE PROPERTY

The subject property consists of a twelve story office building, just completed, with 6,000 square feet on each floor. There are three high-speed elevators and central heat and air conditioning. Each suite of offices will have its own thermostatic controls and in addition to the twelve floors of office space, there is a penthouse to be called the "Jury Box" which will have a lounge for the benefit of the tenants and their guests.

The building is of attractive design and lends itself particularly well for rental to tenants who will occupy an entire floor, or half a floor. The design, however, is flexible enough to permit renting to smaller units of occupancy; several of the suites varying in size from 525 square feet to 1,500 square feet, as well as larger occupancies.

In our opinion the specifications of the building compare favorably with the other new buildings recently constructed in downtown Miami and our inspection of the building indicates that the tenants have spent substantial sums for their own occupancy in the way of panelling, floor coverings and special decorative features. These expenditures of course revert to the building, being permanently attached to it and in our opinion help to strengthen the permanency of the income.

We feel that the outstanding characteristic of this office building is its location, being directly across the street from the Dade County Court House and adjoining the new Federal Office Building which is located just west of the subject property. These two major installations will serve to make the Concord Building permanently attractive to attorneys who have daily contact with both of these locations and this feature alone is so important that in our opinion, it is not necessary to provide offstreet parking in connection with the building to attract tenants. This would not be true of many buildings which do not have this favorable

location factor. There are, in the immediate vicinity, parking lots and garage spaces and we find that tenants are willing, in this location, to pay additional fees to park their cars because of the advantage of being able to walk across the street or next door daily in their regular routine of business.

In the Addenda, page i, will be found a copy of the plans for a typical floor from which may be seen the elasticity of the layout.

COMMENTS ON PHYSICAL ANALYSIS:

In connection with the land value, we have made a number of analyses of retail store buildings on Flagler Street indicating residual land values at \$8,000.00 to \$9,000.00 per front foot at the 100% location and \$5,000.00 to \$6,000.00 per front foot in locations similar to the subject property. Flagler Street property, of course, is strongly held and there are few actual land sales from which to draw an accurate comparison. We have, therefore, relied largely upon the capitalization of income and the indicated land value by the residual process.

As to the cost of the building, this has been arrived at after consultation with the architect and builder and from an analysis of similar buildings presently being constructed.

As an example of some of the tenants' expenditures which will revert to the building, we are informed that Frates, Fay and Lloyd have spent in the neighborhood of \$33,000.00 in their office suite; the Dean, Adams & Tyler have spent \$40,000.00 and Freddy and Haddad, \$12,000.00. Other tenants have spent lesser amounts.

ECONOMIC ANALYSIS

INCOME:

Stabilized Schedule	\$303,200.00
Less: Vacancy allowance @ 5%	<u>15,160.00</u>
EFFECTIVE INCOME	\$288,040.00

EXPENSES:

Estimated taxes (based on Assessment of \$1,100,000.00 @ \$40/M	\$ 44,000.00
Janitor Service & Supplies (Contract)	18,000.00
Utilities and Air Conditioning	35,000.00
Repair and Maintenance, General	12,000.00
Air Conditioning Maintenance	3,600.00
Management, 5%	14,400.00
Insurance	2,400.00
Elevator Maintenance	5,500.00
Miscellaneous	<u>1,000.00</u>
	135,900.00
	\$152,140.00

Reserve for Air Conditioning Replacement:

Machinery only, 15 year life, \$75,000.00 x

6.66%

4,995.00

NET INCOME

\$147,145.00

NET INCOME, forward \$147,145.00

Less: Income attributable to building:

\$1,270,750.00 (Cost of Improvements)

- 75,000.00 (Air Conditioning Machinery

\$1,195,750.00 x 10%* 119,575.00

NET TO LAND \$ 27,570.00

\$17,570.00 capitalized at 8% produces a

value of the land of \$ 344,625.00

Add: Improvements 1,270,750.00

INDICATED VALUE BY LAND RESIDUAL METHOD \$1,615,375.00

*Recovery of the Building (50 year life = 2%

+ Interest 8%

INDICATED CAPITALIZATION RATE 10%

EQUITY POSITION

NET INCOME, forward \$ 147,145.00

Assume mortgage, \$1,100,000, 15 years,
5 3/4%, average annual principal and
interest payments

83,196.00

CASH FLOW \$ 63,949.00

\$63,949.00 capitalized at 12% produces a
value of the Cash Flow of

\$ 532,900.00

Add: Mortgage 1,100,000.00

VALUE BY EQUITY POSITION \$1,632,900.00

Theodore W. Slack & Son, Inc.

REALTORS

1620 W. FLAGLER STREET - MIAMI 35, FLORIDA

PHONE 371-1565

March 3, 1965

Friendly Frost, Inc.
Stanwell Oil and Gas Company
Suite 811
372 Bay Street
Toronto, Canada

Gentlemen:

Pursuant to your request, I have made a careful inspection of that property commonly known as Concord Building at 66 West Flagler Street, Miami, Florida, which is more particularly described elsewhere in this report, and have made a study of conditions affecting its value. I do not have any present or prospective interest in this property.

By reason of my investigation, and by virtue of my experience, I have formed the opinion that Fair Market Value of the said property, as of this date, is

ONE MILLION SIX HUNDRED THOUSAND DOLLARS (\$1,600,000.00)

Your attention is invited to data and discussions following which, in part, form the basis of this conclusion.

Respectfully submitted,



THEODORE W. SLACK, MAI, ASA

TWS:kb

QUALIFICATIONS OF APPRAISER

THEODORE W. SLACK, MAI, ASA

EDUCATION:

Graduate, Tufts College, Boston, Mass., A.B. degree

Graduate work, Suffolk Law School and Boston University,
Boston, Mass.

EXPERIENCE:

39 years experience in sales, management, leasing and
appraising of all forms of real estate in New England
and in Florida

Qualified in Superior Court in Hartford, Connecticut
and in Miami, Florida, also various District and
Circuit Courts.

AFFILIATIONS AND OFFICES HELD:

Past President, South Florida Chapter, Institute of
Real Estate Management

Past President, Hartford, Connecticut and Miami,
Florida Real Estate Boards

Past Vice-President, National Association of Real
Estate Boards

Past Member, Board of Governors, Florida Association
of Realtors

Past President, Senior Member and Director, American
Society of Appraisers

Past Vice-President, American Institute of Real Estate
Appraisers, South Florida Chapter

Instructor of Appraising, Federal Savings & Loan
League

Associate Director, Miami Chamber of Commerce, Civic
Affairs Committee, 1955

Resident of Miami, Dade County, Florida, 20 years

THEODORE W. SLACK & SON, INC.

T. C. SLACK, S.R.A.

T. W. SLACK, M.A.I. - A.S.A.

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	None
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	None
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	None
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Roycan & Co. No. 1 A/C Royal Bank of Canada P.O. Box 6007, Montreal, Quebec 721,825 Earnshaw, Haes & Sons, 28 Throgmorton St. & Stock Exchange, London EC2 England 372,990 Kitcat & Aitken, 9 Bishopsgate, London EC2 England 333,200 Medwin & Lowy, 4 Copthall Court, London EC2 England 248,240 Strabul Nominees Limited, 36-38 Cornhill, London EC3, England 190,280 The Signatories do not have knowledge of the beneficial owners of the above listed shares.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	The Board of Directors at the last annual meeting of shareholders held on June 25, 1965 were able to obtain sufficient proxies to have effective control of the company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	1,000,000 shares Concord Shopping Center, Inc. of Florida Cost \$473,523 Present Value Per Appraisal \$1,100,000. U.S. 1,800 shares International Helium Corp. Cost \$540./ Present value - \$2,412. 43,135 shares Norfield Mines Limited which are carried at a nominal value of \$1.00 8,000 shares Lincoln Hotels Limited Cost - \$4,997. Present Value : \$5,600. 100,000 shares Friendly Frost Inc. - Cost - \$303,911. Present Value - \$322,000.
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no shares of the company in the course of primary distribution and there are no other material facts.

CERTIFICATE OF THE COMPANY

DATED March 31, 1966

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"R.S. Bookbinder"

"J.C. Meyer"

CORPORATE
SEAL

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)